

HEICO CORP
Reported by
MENDELSON LAURANS A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/21/17 for the Period Ending 04/19/17

Address	3000 TAFT ST HOLLYWOOD, FL 33021
Telephone	954-987-4000
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FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * MENDELSON LAURANS A (Last) (First) (Middle) 3000 TAFT STREET (Street) HOLLYWOOD, FL 33021 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HEICO CORP [HEI, HEIA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) COB and CEO <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (MM/DD/YYYY) 4/19/2017	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								592730 (1)	D	
Class A Common Stock								249558 (1)	D	
Common Stock	4/19/2017		S		31281	D	\$69.0852	1114195 (1)	I	Owned by Partnership (2)
Common Stock	4/20/2017		S		2219	D	\$69.192	1111976 (1)	I	Owned by Partnership (2)
Common Stock	4/21/2017		S		12500	D	\$69.026	1099476 (1)	I	Owned by Partnership (2)
Common Stock	12/15/2016		G	V	2950	D	\$0	838037 (1)	I	Owned by Partnership (3)
Class A Common Stock								713 (1)	I	Owned by Partnership (3)
Class A Common Stock								169393 (1)	I	Owned by Corporation (4)
Common Stock								968 (1)	I	By 401(k) (5)
Class A Common Stock								1205 (1)	I	By 401(k) (5)
Common Stock	3/20/2017		G	V	3625	D	\$0	57550 (1)	I	Owned by Charitable Foundation (6)
Class A Common Stock								39746 (1)	I	Owned by Charitable Foundation (6)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) All shares reflect the impact of a 5-for-4 stock split that was effected on April 19, 2017.

- (2) Represents shares owned by LAM Limited Partners, a partnership whose sole general partner is a corporation controlled by Arlene Mendelson, the wife of the Reporting Person.
- (3) Represents shares owned by LAM Alpha Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person and reflects the contribution of 10,625 shares of HEICO Common Stock to the Laurans A. and Arlene H. Mendelson Charitable Foundation Inc. on December 5, 2016.
- (4) Represents shares owned by Mendelson International Corporation, a corporation of which the Reporting Person is the Chairman of the Board. The Reporting Person disclaims beneficial ownership of securities held by Mendelson International Corporation.
- (5) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated April 19, 2017.
- (6) Represents shares owned by the Laurans A. and Arlene H. Mendelson Charitable Foundation, Inc. (the Foundation), a non-profit Charitable Corporation and includes the receipt of 10,625 shares of HEICO Common Stock from LAM Alpha Limited Partners on December 5, 2016. The Reporting Person disclaims beneficial ownership of securities held by the Foundation.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON LAURANS A 3000 TAFT STREET HOLLYWOOD, FL 33021	X	X	COB and CEO	

Signatures

/s/ Laurans A. Mendelson

4/21/2017

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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